

RESOLUTION NO. 040930-6

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

The Council approves a proposed Substantial Amendment to The Triangle Square Development Plan, attached hereto as Exhibit A, adopted on October 12, 1998, by the Special Board of Review of the State of Texas under Section 31.161 of the Texas Natural Resources Code, as substantially amended by Order of the Board on June 25, 2001 (state-owned surplus property located generally at the junction of North Lamar Boulevard and Guadalupe Street north of 45th Street).

ADOPTED: September 30, 2004

ATTEST:

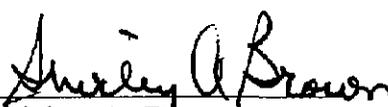

Shirley A. Brown
City Clerk

EXHIBIT A

THE STATE OF TEXAS)
)
COUNTY OF TRAVIS)

**ORDER
OF THE SPECIAL BOARD OF REVIEW**

REGARDING THE TRIANGLE SQUARE DEVELOPMENT PLAN

This Order, with the exhibits hereto, approves a substantial amendment and revision of the Triangle Square Development Plan established by the Special Board of Review by Order dated October 13, 1998, and as amended by Order dated June 25, 2001 (the "Development Plan"), to govern the use of a tract of land located in the city of Austin, Travis County, Texas, consisting of approximately 23.159 acres, (the "Triangle Tract"), as provided in Texas Natural Resources Code, Sec. 31.161 et seq. (Vernon 2003).

WHEREAS, pursuant to Chapter 533, Texas Health and Safety Code, the Texas Legislature authorized the lease for non-governmental purposes of certain property then belonging to the Texas Department of Mental Health and Mental Retardation ("TDMHMR"), including the Triangle Tract, which is more fully described by metes and bounds in the Order dated October 13, 1998 and incorporated herein;

WHEREAS, pursuant to leases and amendments thereto properly authorized by the State of Texas, acting by and through TDMHMR, as Lessor, the Triangle Tract is covered by two separate leases, as follows: (i) Lease Agreement (Retail Tract), dated May 15, 2001, covering that portion of the Triangle Tract that is to be developed primarily for retail purposes and is described in such lease agreement (the "Retail Component Lease"), and (ii) that certain Lease Agreement (Residential Tract), dated May 15, 2001, covering the balance of the Triangle Tract that is intended to be developed primarily for residential purposes and is described in such Lease Agreement;

WHEREAS, on March 1, 2001, the Texas Board of Mental Health and Mental Retardation adopted a resolution which recognized that subsequent actions by the Special Board of Review regarding the Development Plan would be deemed to be approved by the Texas Board of Mental Health and Mental Retardation;

WHEREAS, the Triangle Tract was conveyed by TDMHMR to the Permanent School Fund;

WHEREAS, the lessee under the Retail Component Lease, acting on behalf of and as the agent of the Asset Management Division of the General Land Office, submitted to the City of Austin an application for a substantial amendment to the Development Plan as it affects the portion of the Triangle Tract covered by the Retail Component Lease (the "Retail Amendment");

WHEREAS, a majority of the members of the Special Board of Review (the "Board") duly requested a meeting of the Board to review the requested Retail Amendment;

WHEREAS, a public hearing before the Board was held on _____ 2004, and all five members of the Board were present at the hearing;

WHEREAS, the political subdivisions in which the land is located (i.e., Travis County, the City of Austin, and the Austin Independent School District) were duly notified of the public hearing;

WHEREAS, the Triangle Tract is located in only one city, the City of Austin, and only one county, Travis County, Texas;

WHEREAS, the Board considered the Development Plan and the requested Retail Amendment at its _____, 2004 meeting, in accordance with rules promulgated by the General Land Office for conduct of such special review;

WHEREAS, the hearing was conducted in Austin, Travis County, Texas, the county where the Triangle Tract is located, and the Board invited and discussed public and governmental input; and

WHEREAS, following testimony and discussion at the _____, 2004 hearing described in this Order, a majority of the members of the Board voted to adopt a resolution and order to approve the Retail Amendment, and to delegate to staff of the General Land Office the authority to reduce the resolution and order to a recordable form,

NOW THEREFORE, the Board hereby issues this Order in conformance with its Resolution and with the Texas Natural Resources Code, Sections 31.161-167 (Vernon 2003):

1. The Triangle Square Development Plan as amended by the Retail Amendment in the form attached to this Order as Exhibit "A" together with all of its exhibits, which are incorporated herein (the "Revised Development Plan"), is hereby approved and adopted.

2. Development of the Triangle Tract shall be in accordance with the Revised Development Plan and this Order, and must comply with all local rules, regulations, orders, or ordinances except as specifically identified in the Revised Development Plan and this Order.

3. Pursuant to Section 31.167, Tex. Nat. Res. Code Ann, the Revised Development Plan is final and binding on this State, its lessees, successors in interest and assigns, and affected local governments or political subdivisions unless revised by the Board.

4. The Revised Development Plan may not be modified by a local government, political subdivision, owner, builder, developer, or any other person without (i) specific approval by the Board, or (ii) as otherwise permitted pursuant to the Revised Development Plan adopted by this Order.

5. A copy of the Revised Development Plan shall be filed in the Official Public Records of Travis County, Texas.

Given under my hand and seal of office this the ____ day of _____, 2004.

**SPECIAL BOARD OF REVIEW
For the Triangle Square Revised Development Plan**

By: _____
**Jerry Patterson, Chairman, Special Board of Review
Commissioner, Texas General Land Office
Chairman, School Land Board**

Exhibit "A" Revised Development Plan

**ORDER
EXHIBIT "A"**

SUBSTANTIAL AMENDMENT TO TRIANGLE SQUARE DEVELOPMENT PLAN

A REGULATING DOCUMENT OF THE SPECIAL BOARD OF REVIEW PURSUANT TO SECTION 31.161 OF THE TEXAS NATURAL RESOURCES CODE IN THE NATURE OF A MUNICIPAL ORDINANCE ESTABLISHING A SUBSTANTIAL AMENDMENT TO THE DEVELOPMENT PLAN FOR APPROXIMATELY 22 ACRES OUT OF THE GEORGE W. SPEAR, JAMES P. WALLACE, THOMAS GRAY AND JAMES ROGERS SURVEYS, AS MORE PARTICULARLY DESCRIBED IN THIS REGULATING DOCUMENT, LOCALLY KNOWN AS THE TRIANGLE LOCATED BETWEEN GUADALUPE STREET, N. LAMAR BLVD., AND W. 45TH STREET, AUSTIN, TRAVIS COUNTY TEXAS, APPROVED PURSUANT TO THAT CERTAIN ORDER OF THE SPECIAL BOARD OF REVIEW APPROVED ON OCTOBER 13, 1998, AND FILED IN VOL. 13290, PAGE 18, OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, AS AMENDED BY SUBSTANTIAL AMENDMENT DATED JUNE 25, 2001.

***PART 1.* This Substantial Amendment (this "Amendment") to the Development Plan attached as Exhibit "B" to that Order of the Special Board of Review approved on October 13, 1998, and filed in Volume 13290, Page 18 of the Real Property Records of Travis County, Texas, as amended by that Order of the Special Board of Review approved on June 25, 2001 (the Orders, collectively, the "Order"; the Development Plan as previously amended, collectively, the "Original Development Plan") shall be effective as of the date reflected in Part 7 below and shall be deemed to replace and substitute for the "Retail Tract" component (as defined below) of the Original Development Plan.**

***PART 2.* All capitalized terms used herein and not separately defined herein shall have the meaning given to them in the Original Development Plan, including as the Original Development Plan incorporates the Austin City Code.**

***PART 3.* This Amendment applies only to the portion of the Property that is subject to that certain Lease Agreement (Retail Tract), dated May 15, 2001, between the State of Texas, acting through the Texas Department of Mental Health and Mental Retardation, as lessor, and Triangle Retail, Ltd., as lessee, and subsequently assigned to Triangle, Ltd., covering that portion of the Property that is to be developed primarily for retail purposes and is described in such Lease Agreement (Retail Tract) (the "Retail Tract").**

***PART 4.* The following attached exhibits are copies of originals on file with the Department in File No. C14-00-2267SL, are incorporated into this Amendment, and replace the corresponding exhibits attached to the Regulating Document for the Original Development**

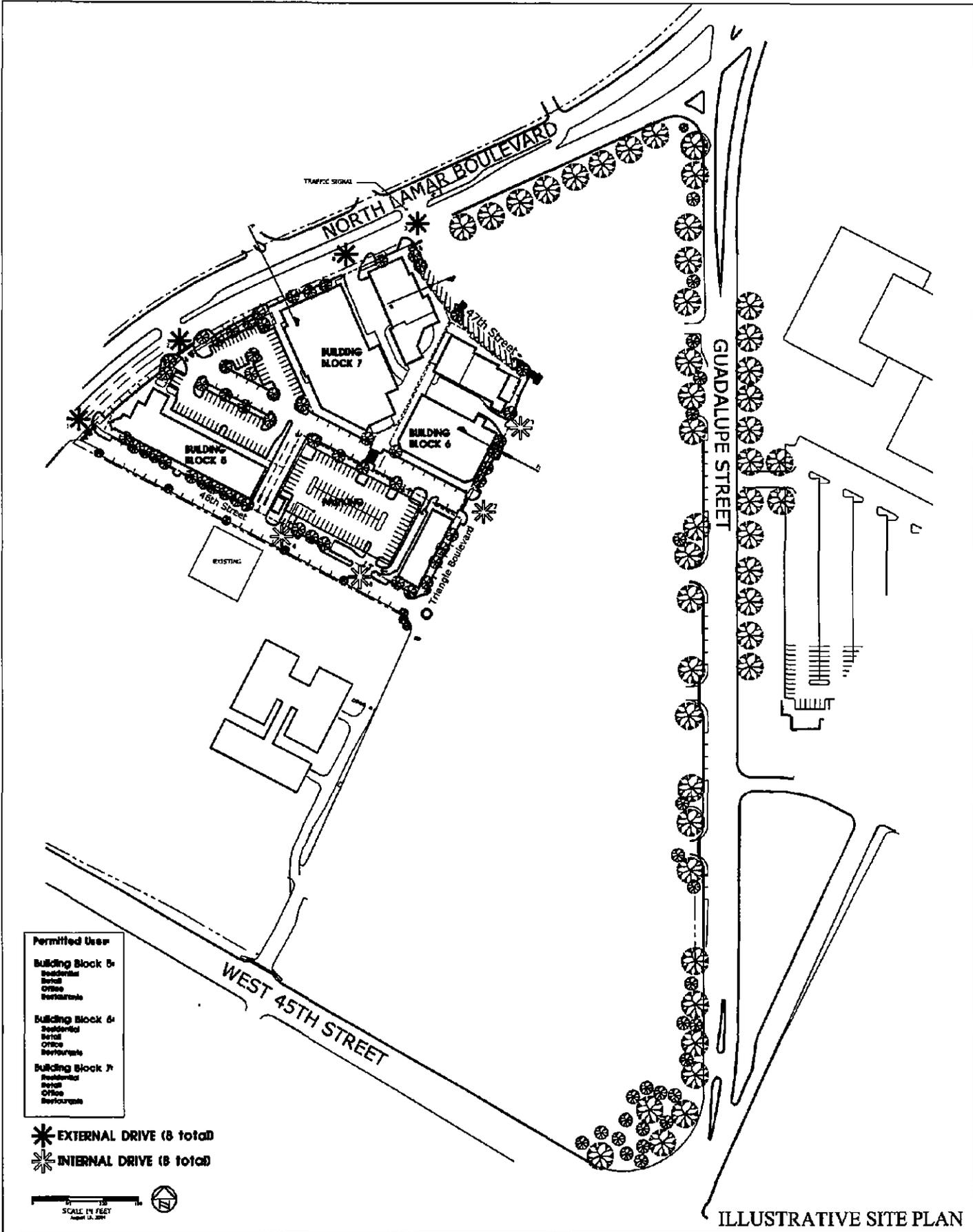
Plan.

Exhibit B: Concept Plan
Exhibit I: Site Regulations and Development Guidelines

PART 5. **The first sentence of the third unnumbered paragraph under Part 6 of the Regulating Document attached as Exhibit "B" to the June 25, 2001 amendment to the Original Development Plan is hereby deleted in its entirety, and the following is substituted therefor: "Notwithstanding anything to the contrary set forth in the Original TIA, the Developer's sole construction obligation with respect to traffic improvements or requirements is as follows: the Developer shall construct the required median in Lamar Boulevard prior to the initial opening of any retail stores in the Property."**

PART 6. **This Amendment shall be recorded in the Official Public Records of Travis County, Texas by the City at the Developer's expense.**

PART 7. **This Amendment takes effect on _____, 2004, the date approved by the Special Board of Review.**



ILLUSTRATIVE SITE PLAN

- Permitted Uses**
- Building Block 8:**
Residential
Retail
Office
Restaurants
 - Building Block 6:**
Residential
Retail
Office
Restaurants
 - Building Block 7:**
Residential
Retail
Office
Restaurants

- * EXTERNAL DRIVE (8 total)
- * INTERNAL DRIVE (8 total)



CENCOR URBAN
(512) 482-8383

Simmons Vedder & Company
(512) 499-0088

EXHIBIT 'B' TO THE SPECIAL BOARD OF REVIEW

TRIANGLE DEVELOPMENT
AUSTIN, TEXAS



**EXHIBIT I - SITE REGULATIONS &
DEVELOPMENT GUIDELINES for
The Triangle Square Development**

I. SITE REGULATIONS

Gross Square Footage:

RETAIL*		150,000 sf (maximum)
a) quality restaurants:	20,000 sf	
b) shopping center:	130,000 sf	
RESIDENTIAL (maximum units)		875,000 sf (maximum)
a) Apartments/Lofts	794 units	
b) Live/work	65 units	
OFFICE*		20,000 sf (maximum)
Total:		1,045,000 sf (maximum)

*** Note:** The gross square footages listed above for "Retail" uses and "Office" uses (including the space allocated to quality restaurants and shopping center) may be reallocated among such uses as long as (i) no specified amount of square footage may be increased by more than 20,000 square feet and (ii) any increase in a specified amount of square footage must be offset by an equivalent decrease in square footage in another category. The maximum units for apartments/lofts and live/work units may be reallocated among each use.

Total Civic Open Space:	Minimum of 6.31 acres; 5.29 acres dedicated as a stormwater detention facility and open space
Maximum Impervious Cover:	80%**
Maximum FAR:	1.25**
Maximum Height:	65 feet on all buildings other than Building E; 120 feet for Building E (excluding, for all buildings, mechanicals, screening walls, chimneys, etc.)

Maximum Lot Coverage: None.

****Note:** These calculations are based on the entire Property, prior to deeding of a portion of the Property from the State of Texas to the City of Austin for use as a stormwater detention facility, accessory uses to the Project and as open space.

Structure Setbacks: None. Encroachments for balconies, awnings, stoops, private utilities, private stormwater drainage, or other similar items are permitted into rights of way, easements, open spaces, etc.

Streetscape, Landscape and Tree Preservation on Site: See Exhibit H and the Development Guideline Section of this Exhibit I. No off-site landscaping will be required.

Compatibility Issues: In order to facilitate the development of mixed uses throughout the Property, no compatibility standards, whether pursuant to Sections 13-2-730 - 13-2-739 of the Austin City Code, or otherwise, will be applicable to the location, height or setbacks of buildings or uses developed within the Property.

Smart Growth: Pursuant to Ordinance #000817-48-B and Ordinance #000817-49, copies of which are attached hereto as Exhibit K, the City Council agreed to make a support package available to the Project totaling approximately \$7,570,257.00. The Developer and the City of Austin shall enter into a Master Development Agreement, and sub-agreements thereto, further describing the terms of such support package.

One Site Plan/
Phasing: The project shall be reviewed as one site plan, notwithstanding the location of public right-of-way in the locations shown on Exhibit B. Additionally, the Project may be developed in phases, however, each phase does not need to independently satisfy the Site Regulations or other requirements of the Development Plan as long as the Development Plan considered as a whole satisfies such Site Regulations or other requirements of the Development Plan. Each phase must be submitted for review and approval in

accordance with the requirements of Part 10 of this Substantial Amendment to Triangle Square Development Plan.

Parking Garages:

Notwithstanding any conflicts with the terms of the Austin City Code, any parking garage within the Project may be designed with the minimum dimensions shown on Exhibit L.

Equivalencies:

Review by the City of Austin of any development applications (including applications for building permits) for the Project shall be consistent with the City of Austin Code interpretations set forth on Exhibits L and M.

II. DEVELOPMENT GUIDELINES

G1 BUILDING FLEXIBILITY ZONE

A 20-foot Building Flexibility Zone, surrounding each building block as shown on the Concept Plan, will allow the shifting of building footprints within such zones, as the development drawings evolve from the current conceptual phase through schematics, design development phase and finally construction documents. The allowed generalized uses within each building as specified on the Development Plan and in this Exhibit 'I', will not change. For example, a residential building will not be allowed to become a retail building.

Although civic open space edges and limits may shift to accommodate changes in building footprints, such change shall not result in a loss of total area of open space below the established minimum of 6.31 acres.

G2 CIVIC OPEN SPACE NETWORK

A network of civic open spaces, running north-south, has been developed to ensure that open green spaces and urban plazas are an integral component of the development. To varying degrees of intensity, and with various mixes of features, street furnishings within the open spaces should include benches, soft-surfaced trails, pavers, pedestrian-scaled lights, landscaping with an emphasis on native plant material, bicycle racks, shade trees, interactive public art, fountains, and other site features. Civic Open Space Zones identify the locations of the primary open spaces on site. Final open space configuration, and their respective limits, will be determined once the final location of the building footprints has been established; see G1-Building Flexibility Zone. As a minimum, 6.31 acres of the site will be used for civic open space.

Although some or all of the Civic Open Space Zones will be acquired by the City of Austin in fee simple, the Civic Open Space Zones, whether any such particular area is a sidewalk, an open space, or other space, may nevertheless be used by the Developer for activities associated with the Project, such as, but not limited to, electric transformers and similar structures, street festivals, outdoor entertainment, outdoor dining (including permanent tables), and sidewalk sales, without in any such event the need of a permit or other separate authorization from the City of Austin, to the extent such activities are open to the public; provided, however, that notwithstanding the foregoing, Developer's rights hereunder shall be subject to the requirements of Sections 1.j and 3 of the Triangle Master License Agreement among the City of Austin, SV Triangle Limited Partnership, and 2001 Triangle, Ltd. In the event that such activities are intended to be private then the person or entities conducting such activities shall be required to conform to the normal City of Austin permitting procedures.

The following is a conceptual description of the main civic open spaces beginning at the north end of the site. All are an integral part of the plan's commitment to a well developed network of civic open spaces.

- Civic Open Space Area 'A': "North End Plaza"

The North End Plaza Area is located at the confluence of Lamar Boulevard and Guadalupe Street. This predominately-landscaped space is intended to serve as a landmark and visual gateway to the Property. Site elements, which may include water feature(s) in the way of fountain(s), and/or installation of public art, will provide an urban focal point for both pedestrians as well as for those driving by the site.

The space itself is defined by a residential building to its south and the confluence of Lamar and Guadalupe Street on the west and east all the way to the point. Centered on the residential building's north facade, an architectural element will be introduced on the building's design to serve as the terminus for Axis 'A' (see G3), as seen from North Lamar looking south toward the site. The building shall have windows facing onto the plaza, preferably at every level. Street and surface parking are not allowed within the plaza. A small "pull-in court" incorporating the same paving materials of the plaza will be allowed off Guadalupe Street to serve the Post Office delivery needs. General loading will not be allowed at this location.

- Civic Open Space Area 'B': "Triangle Commons"

Located near the geographical center of the site, this triangular space is bounded by 47th Street to the north, residential buildings to the east and interior streets to the south and west. It is the main internal civic open space of the Project.

Site elements within this triangular space include a wide sidewalk or Promenade (see G4), along the western edge of the residential buildings, that will serve to reinforce pedestrian and bicycle connectivity between the commercial main street and uses to its north, with uses located at the south end of the Project. Located at the north end of the park, a large pecan tree will anchor that end of the open space. This tree should be preserved and integrated into the plan. In addition, abundant native shade trees should be incorporated into the overall scheme of this area.

An open air structure (e.g.: a gazebo or pergola) should be provided at the southwest corner in order to help define this open space along this edge. Other site elements could include a playscape/tot lot area, public art, amphitheater, etc. Kiosks, food carts, temporary arts and crafts displays, etc., serve to create additional pedestrian activity within this area and should be encouraged. Please refer to Section D-D, for further description of this open space and its surroundings.

- Civic Open Space Area 'C': "Ponds Open Space"

This irregularly-shaped open space at the south end of the Property will serve as both a stormwater detention facility and open space area. A permanent water feature, involving a designed ponding system will provide, as a minimum, sufficient detention to comply with

Exhibit C to the Development Plan. These pond(s) will be bordered, on most of their frontage, by open areas with connecting trails, public furnishings and other site amenities. Because it functions as the main pedestrian gateway from neighborhoods to the south/southeast of the site, its design should focus on providing easy access from the corner of 45th Street and Guadalupe, into the rest of the Project via foot and bicycle. An informal landscaping concept, with an emphasis on native vegetation, should be integrated into the design of this open space.

G3 AXIS 'A'

Axis 'A' defines an uninterrupted visual corridor as seen from North Lamar looking south into the site. The North End Plaza (see G2), and its associated amenities will be placed centerlined to the axis.

G4 PROMENADE; RETAIL PLAZA

A Promenade, on the eastern edge of Civic Open Space Area 'B': "Triangle Commons", is intended to be a pedestrian and bicycle path that connects the network of civic open spaces throughout the site. This path, 12-24 feet in width, shall not be accessible for motorized vehicles. Its surface material should be pavers or a similar quality material. Street furnishings provided within the Promenade should match those mentioned in Guideline G2. Refer to Section D-D, which further illustrates the Promenade and Civic Open Space 'B'.

A Retail Plaza will be situated on a roughly north-south axis, defined on the west by Building Block 7 and on the east by Building Block 6. This irregularly shaped space serves as a pedestrian path from 47th Street to the primary retail parking area and garage, and is of variable width. At no point will the width of the Retail Plaza be less than 25 feet. Active uses along the plaza are encouraged, including retail storefronts, outdoor eating areas, sidewalk sales, and benches, planters and other sitting areas. Landscaping, outdoor art or fountains should be used to enliven the plaza; in addition, buildings fronting on the plaza should have windows facing the plaza. This area is intended to be primarily hardscaped.

G5 GREEN BUFFER

The green buffer, with its distinctive pattern as provided by the existing trees along 45th Street and Guadalupe Street, will be preserved, as much as possible, by the development. Removal of existing trees along this edge should be limited to the need to provide access and essential services to the development and/or due to diseased or declining trees (as determined by the City of Austin arborist) that need to be removed.

An abundant number of shade trees, creating a distinct pattern, will be placed along the Lamar frontage.

G6 47TH STREET

The Project's primary east-west connector will serve as its commercial/retail main street. 47th Street is defined by two rows of buildings, all of which shall be vertically integrated, except for the small anchor pad on Building Block 7. The uses on these buildings will include ground floor retail, offices, restaurants and/or entertainment uses and second floor offices and/or upper floors residential units. The intermittent use of canopies is strongly suggested as a means of providing shade for sidewalk areas. An urban plaza, on the north side of the commercial main street (47th Street), will provide a venue for outdoor activities such as sidewalk cafes and sitting areas. Shade trees will be placed on both sides of the street, along the sidewalks, and in the plaza area, in order to provide relief from the weather. The approximate size of the triangular plaza is 30 feet x 70 feet.

Notwithstanding anything to the contrary contained in the Development Plan, the commercial main street will have an approximate width of 110 feet, from curb to curb. Pedestrian crossings will clearly indicate where pedestrians have the right-of-way. Pavers or a similar quality material will be used as frequent accent surface material within the street.

The Developer may block some or all of 47th Street within the Project at any time for festivals, fairs, and any other activities, and provided that such activities are open to the public, the Developer shall not be required to comply with City of Austin permitting procedures nor required to pay any fees for such closure; provided, however, that notwithstanding the foregoing, Developer's rights hereunder shall be subject to the requirements of Sections 1.j and 3 of the Triangle Master License Agreement among the City of Austin, SV Triangle Limited Partnership, and 2001 Triangle, Ltd.

Section B: illustrate building massing and landscaping along 47th Street and how these all relate to the street itself, to parking areas and sidewalks. Dimensions provided illustrate the desired proportions for each element found between building fronts/edges.

G7 46TH STREET

Conceived as a residential-dominant urban space, it runs on an east-west axis defined by residential buildings and Triangle Commons to its north and residential buildings to its south. Notwithstanding anything to the contrary contained in the Development Plan, the residential lane will have an approximate width of 24-44 feet, from curb to curb. Please refer to Section F-F, as an illustrative example of this street. Benches, shade trees, pedestrian-scaled lighting, landscaping, and other amenities will be provided along the residential lane.

Midway along the street, across from Triangle Commons, a roundabout or traffic circle, will provide additional traffic calming. Pavers or similar quality material will be used as frequent accent surface material within the street.

G8 REQUIRED RETAIL BUILDING FRONTAGE; PARKING ALONG LAMAR

In order to ensure that the development will preserve the urban character of the Concept Plan, required retail building frontage zones have been developed. Please refer to Building Block 7 in the Concept Plan for the retail frontage configuration. The placement of the retail buildings along the Lamar frontage was determined in order to: a) create an urban character that would provide enough activity on external as well as internal corridors, b) provide visual screening from Lamar of the large surface parking areas associated with the retail portion of the development. The intermittent use of canopies on retail building frontage is strongly suggested as a means of providing shade for sidewalk areas. Refer to the Concept Plan for maximum width of View Corridors into the Property from Lamar Boulevard.

Buildings fronting Lamar and Guadalupe will address, architecturally, both the interior of the site as well as the surrounding streets, in order to create an active pedestrian edge along interior as well as exterior pedestrian and vehicular corridors. Wherever practical, stores will provide entrances from Lamar Boulevard. Any parallel parking spaces created for the Project adjacent to and servicing Lamar Boulevard shall be located on the Project property owned by the State outside the right of way of Lamar.

G9 PROJECT ENTRANCES

The two intersections of Guadalupe and Lamar and 47th Street, should clearly indicate their importance as primary entrances to the development. To accomplish this, the Project will incorporate architectural elements at those entrances (e.g.: increase in building height, facade indentations, etc.) which will clearly indicate the importance of these entrances when compared to how secondary intersections are treated.

G10 PROJECT DRIVEWAYS

Project Driveways #1,3,4,5,6,7, and 8, are considered fixed except to allow for building footprints to shift as permitted under the Building Flexibility Zone guideline (see G1). Final location of Driveway #2 will be allowed to change, if necessary, in order to provide better freight access to any businesses situated within the area bounded by Lamar Boulevard, 46th Street, 47th Street, and Triangle Boulevard, or if required for other technical or aesthetic reasons. Additional driveways may be approved at the time of and in connection with site development approval by the City. As a general approach to locating driveways, the location of mature trees along the Guadalupe and 45th Street frontage should be considered as a major criterion prior to selecting the final entryways locations.

Notwithstanding the above, entrances to parking garages may be added, deleted or shifted to accommodate the final design.

G11 BUFFER ZONE FOR EXISTING STATE USES

A visual and physical buffer zone will be provided in order to create a transitional area between the

existing Children's Psychiatric Unit (CPU) and the commercial development. This buffer may consist of landscaping, a fence or a wall, or a combination of both. The development will limit, as much as possible, late night activity along this edge of the Property and views into the yard areas of the CPU.

G12 DELINEATION OF STATE OFFICE TRACT

A physical delineation of the northern boundary of the State's 5-acre tract will be part of the landscape/hardscape plan for the site. This delineation could take the form of a trail of stones or other appropriate material, in combination with landscaping, sculpture, or other site amenities.

G13 NOISE POLLUTION & VISUAL INTRUSION CONTROL

Mechanical rooms, rooftop A/C unit systems, dumpsters, etc., create visual and noise pollution that, if not contained, will affect the ambiance and the quality of the Triangle development. Thus, it is required that any at-ground or rooftop mechanical systems or dumpsters be visually screened from public view from the adjacent right-of-way at the street level. In addition, noise abatement wall construction will be required around mechanical rooms/systems to the extent necessary in order to prevent unreasonable, objectionable or annoying noise levels filtering out to the Civic Open Space Zones, adjacent structures or adjoining neighborhoods creating a public nuisance. Also, all utility transformers and aboveground utility lines will be located within 20 feet of buildings within the Project.

G14 ARCHITECTURE DESIGN CONCEPT

In order to ensure compatibility between the Triangle Square development and its surrounding commercial and residential neighborhoods, the architecture style of all buildings will incorporate design elements that will enhance the pedestrian experience by incorporating human-scale proportions (e.g.: building facades should recognize a base, a body and a top, as distinct elements of the structure). In addition, modulation along street facades will enhance building elevations and create a more interesting and varied pedestrian experience. These facade variations may include building recesses and/or projections, distinct building entrances, the use of canopies that extend across the sidewalk, etc. Long, uninterrupted wall facades, typical of strip mall development, will not be permitted. The General Land Office, on behalf of the Permanent School Fund, will be the final arbiter of the architecture style of the development.

G15 LANDSCAPE DESIGN CONCEPT

The landscape design guidelines proposed for Triangle Square will provide the same or more landscape area, street trees, buffering and irrigation components as are required in the typical City of Austin Landscape Ordinance Plan. The difference between the guidelines for Triangle Square and the City of Austin Code is the location and configuration of the landscape areas and the streetyard trees. Due to the highly urban nature of this Project, the tree placement and location of the landscape

areas are designed to support the need for public spaces, street tree plantings, raised planters over underground parking structures, the additional landscape areas (shrub, groundcover and annual color paintings), pedestrian-scaled furniture and planters, and the substantially upgraded size of most of the proposed trees will provide for a landscape improvement that exceeds City of Austin Code. The mechanism for this is via alternate compliance as described in Exhibit H.

G16 BUILDING BLOCKS - GENERALIZED PERMITTED USES

In order to activate the streetscape along Guadalupe Street and Lamar Boulevard, the residential building blocks that front these streets are strongly encouraged to incorporate live/work (Flex Space) units at ground level. In order to provide certainty regarding issues concerning vertical integration, compatibility between adjacent structures, and overall land use mix, the following building blocks with their permitted uses have been identified:

- Building Block 1: Residential including multifamily (dominant use), flex space, retail, office, restaurants.
- Building Block 2: Residential including multifamily (dominant use), flex space, retail, office, restaurants.
- Building Block 3: Residential including multifamily (dominant use), flex space, retail, office, restaurants.
- Building Block 4: Residential including multifamily (dominant use), flex space, retail, office, restaurants.
- Building Block 5: Retail (dominant use/no individual liquor store allowed), residential, restaurant, flex space, office, civic.
- Building Block 6: Retail (dominant use), office, residential, restaurant.
- Building Block 7: Retail (dominant use/no liquor stores allowed), office, residential, restaurant.

G17 PEDESTRIAN ENVIRONMENT

In addition to the development's commercial, residential and open space uses, the development is intended to become a significant pedestrian district within the City. Every effort should be made to make the pedestrian environment safe, accessible and comfortable. Pedestrian features shall include such amenities as durable, high quality sidewalk materials, shade trees and structures, benches, canopies and highly visible crossings. Areas where vehicular traffic and pedestrian traffic are in conflict (i.e.: where parking garage entries cross the sidewalk, and in the section of 47th Street, where the urban plaza and the Triangle Commons are located directly across from each other), the design of such areas shall clearly indicate that the pedestrians have the right-of-way. This may be indicated through the choice of paving materials (i.e.: continuing the sidewalk material across the driveway or street), signage, etc.